

TRANSMITTED LETTER

PO1000018097

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500003707645--7
-02/16/01--01107--014
*****78.75 *****78.75

SUBJECT: USA Street Flavor, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: NOEL W. BURNS
Name (Printed or typed)
7700 N KENDALL DR., STE 503
Address
MIAMI, FL 33156
City, State & Zip
305-274-0333
Daytime Telephone number

FILED
2001 FEB 16 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

for 2/19/01

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I- NAME

The name of the corporation shall be:

USA Street Flavor, Inc.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11345 SW 166th Terrace
Miami, FL 33157

ARTICLE III- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 Common Voting shares.

ARTICLE IV-BOARD OF DIRECTORS

The Corporation's initial Board of Directors shall consist of:

Pamella Forrest
11345 SW 166th Terrace
Miami, FL 33157

David Forrest
11345 SW 166th Terrace
Miami, FL 33157

ARTICLE V- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Noel W. Burns
7700 N. Kendall Dr.
Suite 503
Miami, FL 33156-1868

FILED
2001 FEB 16 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI- INCORPORATOR

FILED

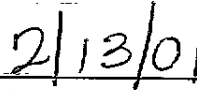
The name and address of the incorporator to these Articles of Incorporation is: 2001 FEB 16 AM 10: 10

Pamella Forrest
11345 SW 166th Terrace
Miami, FL 33157

SECRETARY OF STATE
TALLAHASSEE FLORIDA



Signature of Incorporator

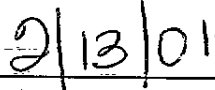


Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature of Registered Agent



Date